

# Vistra's Services to Listed Companies in Hong Kong

## Introduction

Good corporate governance is one of the crucial factors contributing to the success of a listed company and to enhance strong shareholder value. However, ensuring compliance with the strict on-going obligations of a listed company can be complex, time-consuming and expensive, when all are solely maintained in-house.

## What are the benefits of engaging Vistra?

Vistra Hong Kong offers a comprehensive suite of services to companies listed on the Main Board or the Growth Enterprise Market ("GEM") of The Stock Exchange of Hong Kong ("HKEx"). Our specialists can provide advice and support for on-going corporate matters. Vistra's services offer a cost effective solution that can free up your time and resources, so that you can focus on your core business.

Vistra's services for companies listed in Hong Kong include:

### Corporate governance advisory

HKEx listed companies must adhere to strict corporate governance principles as set out in the Companies Ordinance and the Securities and Futures Ordinance of the laws of the Hong Kong Special Administrative Region and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong ("Listing Rules") or the Rules Governing the Listing of Securities on the GEM of the HKEx ("GEM Listing Rules").

Vistra can provide professional advice to the board of directors on these corporate governance matters and assist them to implement and maintain their corporate governance policy. Our specialists can also advise on compliance with "The Model Code for Securities Transactions by Directors of Listed Issuers" of the Listing Rules or the required standard of dealings set out in the GEM Listing Rules, and assist in preparing the appropriate corporate governance reports as required under Appendix 14 of the Listing Rules or Appendix 15 of the GEM Listing Rules.

### Company secretary

All HKEx listed companies are required to appoint a qualified company secretary. This individual plays an important role in assisting the board of directors to ensure that listed companies operate to the highest standards of corporate governance.

Vistra Hong Kong can provide a HKICS (Hong Kong Institute of Chartered Secretaries) qualified person with extensive experience to act as the company secretary or joint company secretary of a HKEx listed company.

### Authorised representative / person and principal place of business

Every issuer listed on HKEx must appoint two authorised representatives who act as the listed issuer's principal channel of communication with HKEx as required by the Listing Rules or the GEM Listing Rules. The two authorised representatives must be either two directors or a director and the issuer's company secretary unless the HKEx, in exceptional circumstances, agrees otherwise. Vistra can provide such (alternate) authorised representative.

Vistra can arrange for the provision of an authorised person to act as the agent of overseas issuers to accept service of process and notices in Hong Kong as required under the Listing Rules or the GEM Listing Rules. Vistra can also act as the authorised representative and provide a principal place of business in Hong Kong to overseas issuers registered as non-Hong Kong companies as required under the Companies Ordinance.

## Providing support in disclosure requirements

Listed companies are subject to significant disclosure obligations.

Vistra can assist in:

- The publication of annual, interim and quarterly results announcements and reports;
- The preparation and filing of monthly returns to the HKEx;
- The publication of ad-hoc announcements and circulars on behalf of the issuers for ad-hoc transactions or other compliance matters as required under the Listing Rules or the GEM Listing Rules.

## Assistance with respect to meetings

Listed companies are obliged to hold meetings from time to time.

Vistra can assist in:

- Convening and attending annual general meetings to be held in Hong Kong and preparing the relevant minutes and poll results announcements;
- Convening and attending board meetings and committee meetings to be held in Hong Kong and preparing the relevant minutes.

## Other continuing obligations

Vistra can assist with other requirements and obligations such as:

- Reviewing and maintaining statutory records of the listed issuers;
- Assisting in change of directors and officers;
- Providing assistance relating, amongst others, to obtaining the general mandate for issuance and repurchase of shares;
- Assisting in the disclosure of interests pursuant to Part XV of the Securities and Futures Ordinance.

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